

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SPIRIT AIRLINES, INC.,

Plaintiff,

v.

C.A. NO. 07-341 (SLR)

24/7 REAL MEDIA, INC.,
ADVERTISING.COM, INC. AMERICA
ONLINE, INC., d/b/a AOL, BURST MEDIA
CORPORATION, CARROLTON BANK,
CHEAPFLIGHTS (USA), INC., ECHO TARGET,
INC., HOTWIRE, INC., INTERCEPT
INTERACTIVE, INC., PRICELINE.COM, LLC,
RACKSPACE, LTD., SHERMANS TRAVEL,
INC., SIDESTEP, INC., SMARTER LIVING,
INC., ET AL.,

Defendants.

DEFENDANT SPECIFICMEDIA INC.'S ANSWER

Defendant SpecificMedia, Inc., (“SpecificMedia” or “Defendant”), hereby files its Answer to the Complaint For Interpleader filed by Plaintiff Spirit Airlines, Inc. (“Spirit” or “Plaintiff”) and in response states as follows:

ANSWER

SpecificMedia denies each and every allegation not specifically admitted herein and answers each numbered paragraph of the Complaint as follows:

PARTIES

1. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1 of the Complaint and, therefore, denies the allegations.

2. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 2 of the Complaint and, therefore, denies the allegations.

3. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 3 of the Complaint and, therefore, denies the allegations.

4. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 4 of the Complaint and, therefore, denies the allegations.

5. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 5 of the Complaint and, therefore, denies the allegations.

6. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 6 of the Complaint and, therefore, denies the allegations.

7. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 7 of the Complaint and, therefore, denies the allegations.

8. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 8 of the Complaint and, therefore, denies the allegations.

9. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 9 of the Complaint and, therefore, denies the allegations.

10. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 10 of the Complaint and, therefore, denies the allegations.

11. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 11 of the Complaint and, therefore, denies the allegations.

12. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 12 of the Complaint and, therefore, denies the allegations.

13. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 13 of the Complaint and, therefore, denies the allegations.

14. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 14 of the Complaint and, therefore, denies the allegations.

15. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 15 of the Complaint and, therefore, denies the allegations.

16. Admitted.

17. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 17 of the Complaint and, therefore, denies the allegations.

18. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 18 of the Complaint and, therefore, denies the allegations.

19. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 19 of the Complaint and, therefore, denies the allegations.

20. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 20 of the Complaint and, therefore, denies the allegations.

21. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 21 of the Complaint and, therefore, denies the allegations.

22. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 22 of the Complaint and, therefore, denies the allegations.

JURISDICTION AND VENUE

23. Defendant admits that Plaintiff purports to have brought an action for interpleader under Rule 22 of the Federal Rules of Civil Procedure, and for statutory interpleader under the Federal Interpleader Act, 28 U.S.C.A. § 1335.

24. Defendant admits that Plaintiff purports to have brought an action in which the amount in dispute exceeds the sum of \$500.00, but otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 24 of the Complaint and, therefore, denies the remaining allegations of Paragraph 24.

25. Defendant admits that Plaintiff purports to have brought an action in which the amount in dispute exceeds the sum of \$75000.00, but otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 25 of the Complaint and, therefore, denies the remaining allegations of Paragraph 25.

26. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 26 of the Complaint and, therefore, denies the allegations.

FACTS

A. Agreement Between Eisner And Spirit Airlines

27. Defendant admits that Plaintiff has attached Exhibit A to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 27 of the Complaint and, therefore, denies the allegations.

28. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 28 of the Complaint and, therefore, denies the allegations.

29. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 29 of the Complaint and, therefore, denies the allegations.

30. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 30 of the Complaint and, therefore, denies the allegations.

31. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 31 of the Complaint and, therefore, denies the allegations.

32. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 32 of the Complaint and, therefore, denies the allegations.

33. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 33 of the Complaint and, therefore, denies the allegations.

34. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 34 of the Complaint and, therefore, denies the allegations.

35. Defendant responds that Exhibit A speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 35 of the Complaint and, therefore, denies the allegations.

36. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 36 of the Complaint and, therefore, denies the allegations.

B. Communications Spirit Airlines Received From Carrolton Bank and Other Defendants

37. Defendant admits that Plaintiff has attached Exhibit B to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 37 of the Complaint and, therefore, denies the allegations.

38. Defendant admits that Plaintiff has attached Exhibit C to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 38 of the Complaint and, therefore, denies the allegations.

39. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 39 of the Complaint and, therefore, denies the allegations.

40. Defendant admits that Plaintiff has attached Exhibit D to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 40 of the Complaint and, therefore, denies the allegations.

41. Defendant responds that Exhibit D speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 41 of the Complaint and, therefore, denies the allegations.

42. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 42 of the Complaint and, therefore, denies the allegations.

43. Defendant admits that Plaintiff has attached Exhibit E to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 43 of the Complaint and, therefore, denies the allegations.

44. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 44 of the Complaint and, therefore, denies the allegations.

45. Defendant admits that Plaintiff has attached Exhibit F to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 45 of the Complaint and, therefore, denies the allegations.

46. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 46 of the Complaint and, therefore, denies the allegations.

47. Defendant admits that Plaintiff has attached Exhibit G to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 47 of the Complaint and, therefore, denies the allegations.

48. Defendant responds that Exhibit G speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 48 of the Complaint and, therefore, denies the allegations.

49. Defendant admits that Plaintiff has attached Exhibit H to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 49 of the Complaint and, therefore, denies the allegations.

50. Defendant admits that Plaintiff has attached Exhibit I to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 50 of the Complaint and, therefore, denies the allegations.

51. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 51 of the Complaint and, therefore, denies the allegations.

52. Defendant admits that Plaintiff has attached Exhibit J to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 52 of the Complaint and, therefore, denies the allegations.

53. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 53 of the Complaint and, therefore, denies the allegations.

54. Defendant responds that Exhibit J speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 54 of the Complaint and, therefore, denies the allegations.

55. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 55 of the Complaint and, therefore, denies the allegations.

56. Defendant admits that Plaintiff has attached Exhibit K to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 56 of the Complaint and, therefore, denies the allegations.

57. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 57 of the Complaint and, therefore, denies the allegations.

58. Defendant admits that Plaintiff has attached Exhibit L to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 58 of the Complaint and, therefore, denies the allegations.

59. Defendant admits that Plaintiff has attached Exhibit M to the Complaint, a document which speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 59 of the Complaint and, therefore, denies the allegations.

60. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 60 of the Complaint and, therefore, denies the allegations.

61. Defendant responds that Exhibit M speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 61 of the Complaint and, therefore, denies the allegations.

62. Defendant responds that Exhibit M speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 62 of the Complaint and, therefore, denies the allegations.

63. Defendant admits that Plaintiff has attached Exhibit L to the Complaint, a document speaks for itself. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 63 of the Complaint and, therefore, denies the allegations.

C. Deposit of Funds

64. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 64 of the Complaint and, therefore, denies the allegations.

65. Admitted.

66. Defendant lacks knowledge sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 66 of the Complaint and, therefore, denies the allegations.

67. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 67 of the Complaint and, therefore, denies the allegations.

68. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 68 of the Complaint and, therefore, denies the allegations.

69. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 69 of the Complaint and, therefore, denies the allegations.

COUNT I
Interpleader Under 28 U.S.C.A. § 1335 And
Rule 22 Of The Federal Rules Of Civil Procedure

70. Defendant realleges and incorporates their responses to Paragraphs 1 through 69 of the Complaint as though fully set forth herein.

71. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 71 of the Complaint and, therefore, denies the allegations.

72. Plaintiff's admission calls for no response and therefore, Defendant denies the allegations.

73. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 73 of the Complaint and, therefore, denies the allegations.

74. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 74 of the Complaint and, therefore, denies the allegations.

75. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 75 of the Complaint and, therefore, denies the allegations.

76. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 76 of the Complaint and, therefore, denies the allegations.

77. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 77 of the Complaint and, therefore, denies the allegations.

78. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 78 of the Complaint and, therefore, denies the allegations.

79. Denied.

80. Defendant lacks knowledge sufficient to form a belief as to the truth of the allegations set forth in Paragraph 80 of the Complaint and, therefore, denies the allegations.

DEFENSES

First Defense

Plaintiff is not entitled to recovery of reasonable attorney's fees and costs.

Second Defense

The mere deposit of the Eisner Funds into the Court's registry should not alone relieve Plaintiff of any liability in this action.

Third Defense

Defendant reserves the right to assert additional defenses or claims, which may become known during the course of discovery.

WHEREFORE, Defendant SpecificMedia, Inc. respectfully requests that this Court:

- (a) Determine through interpleader that portion of the Eisner Funds which is due to SpecificMedia;
- (b) Extinguish with finality the claims to the Eisner Funds of all parties joined as defendants to this action;
- (c) Restrain all parties joined as defendants from instituting an action against Plaintiff to recover the Eisner Funds in any other federal or state court; and
- (d) Grant Defendant such other relief as the Court deems just and proper.

CROSS & SIMON, LLC

Of Counsel:

Peter L. Wucetich
California State Bar No. 227531
STRADLING YOCCA CARLSON &
RAUTH
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660
Tel.: (949) 725-4000
Fax: (949) 725-4100
pwucetich@sycr.com

By: /s/ Erica N. Finnegan
Richard H. Cross (#3576)
Erica N. Finnegan (#3986)
913 North Market Street, 11th Floor
Wilmington, DE 19801
Tel.: (302) 777-4200
Fax: (302) 777-4224
rcross@crosslaw.com
efinnegan@crosslaw.com

Dated: June 18, 2007

*Counsel for Defendant
SpecificMedia, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on June 18, 2007, I caused the attached **Answer of SpecificMedia, Inc.**, to be electronically filed with the Court via CM/ECF, which will electronically serve copies on the following counsel of record:

Kathleen P. Makowski
Saul Ewing LLP
222 Delaware Ave #1200
P.O. Box 1266
Wilmington, DE 19899
(302) 421-6800
Email: kmakowski@saul.com

Counsel to Spirit Airlines, Inc.

Marcos Alexis Ramos
Richards, Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
(302) 651 7700
Fax: 302 651 7701
Email: ramos@rlf.com

Counsel to Advertising.com Inc.
Counsel to America Online, Inc.

Katharine L. Mayer
McCarter & English, LLP
919 N. Market Street, Suite 1800
P.O. Box 111
Wilmington, DE 19899
(302) 984-6300
Email: kmayer@mccarter.com

Counsel to Carrolton Bank

William D. Sullivan
William D. Sullivan, LLC
4 East 8th St., Suite 400
Wilmington, DE 19801
(302) 428-8191
Fax: (302) 428-8195
Email: bill@williamdsullivanllc.com

Counsel to Priceline.com LLC

/s/ Erica N. Finnegan
Erica N. Finnegan (#3986)
CROSS & SIMON, LLC
913 N. Market St., 11th Floor
P.O. Box 1380
Wilmington, DE 19899-1380
(302) 777-4200 – phone
(302) 777-4224 – facsimile
efinnegan@crosslaw.com

Counsel to Defendant
SpecificMedia, Inc.